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Development with Conscience

VASCON ENGINEERS LIMITED

CIN: L70100MH1986PLC038511

Registered Office: 15/16, Hazari Baug, LBS Marg, Vikhroli (West), Mumbai 400 083

Corporate Office : 'Phoenix' Bund Garden Road, Pune- 411 001

Tel: +91 (20) 3056 2100/ 2200 Fax: +91 (20) 26131071

Website : www.vascon.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Ninth Annual General Meeting of members of Vascon Engineers Limited will be held at Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg, Near Jahangir Art Gallery, Kalaghoda, Fort, Mumbai 400001, on, Monday, September 15, 2014 at 4.00 P.M., to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:
 - a) the audited financial statement of the Company for the financial year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon; and
 - b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2014.
2. To appoint director in place of Mr. K.G. Krishnamurthy (DIN: 00012579) who retires by rotation at this Annual General Meeting and being eligible, seeks re-appointment as non-retiring Independent Director for a period of 5 (five) years.
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT, pursuant to provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, M/s Anand Mehta & Associates (Firm Registration No. 127305W) retire at the conclusion of this Annual General Meeting as the Statutory Auditors of the company, upon completion of their audit term of ten years and pursuant to the recommendations of the Audit Committee and the Board of Directors, Deloitte Haskins & Sells LLP having a (Firm Registration no. 117366W/W-100018) be and are hereby appointed as Statutory Auditors of the Company, to hold office for five years, from the conclusion of this Annual General Meeting (subject to ratification of the appointment by the Members at every Annual General Meeting to be held during their tenure), at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. To appoint Mr. V. Mohan (DIN: 00071517) as an Independent Director and in this regard to



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consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. V. Mohan (DIN: 00071517), who was appointed as a Director liable to retire by rotation and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 34th Annual General Meeting of the Company in the calendar year 2019.”

5. To appoint Mr. R. Kannan (DIN: 00017321) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. R. Kannan (DIN: 00017321), who was appointed as a Director liable to retire by rotation and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 34th Annual General Meeting of the Company in the calendar year 2019.”

6. **Employee Stock Option Scheme, 2013 ('ESOS, 2013'):**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

RESOLVED THAT pursuant to Section 62 of the Companies Act, 2013 (“Act”) (including any statutory modification or re-enactment thereof for the time being in force), read with Companies



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(Share Capital and Debentures) Rules, 2014, and any other applicable Rules, if any, of the Act, and in accordance with the Articles of Association of the Company and the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, ('SEBI Guidelines'), as amended from time to time and any other statutory/regulatory authorities, and subject to such other approvals, consents, permissions and sanctions, as may be applicable, including such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions, if any, which may be agreed to by the Board of Directors of the Company ('the Board', which term shall be deemed to include any Committee including Compensation Committee of the Board, 'the Committee'), consent of the Company be and is accorded to the Board to use the intrinsic value method to value its Options granted under the ESOS Scheme 2013.

7. **Employees Stock Options Scheme 2014 ('ESOS, 2014')**

To consider and, if thought fit to pass with or without modification (s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the "Act"), read with Companies (Share Capital and Debentures) Rules, 2014, and any other applicable Rules, if any, of the Act, and in accordance with the Articles of Association of the Company, the Listing Agreement executed by the Company with Stock Exchanges, and the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, ('SEBI ESOP Guidelines') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), as amended from time to time, the Foreign Exchange Management Act, 1999 ('FEMA') and rules regulations made there under together with guidelines and clarifications issued by the Reserve Bank of India ('RBI') under FEMA and any other statutory/regulatory authorities, and subject to such other approvals, consents, permissions and sanctions, as may be applicable, including such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions, if any, which may be agreed to by the Board of Directors of the Company ('the Board', which term shall be deemed to include any Committee including Remuneration Committee of the Board, 'the Committee'), consent of the Company be and is accorded to the Board for adoption and implementation of 'Employees Stock Options Scheme 2014' ('ESOS- 2014'), and to create, issue, offer and grant/allot at any time such number of equity shares of the Company, to or to the benefit of such person(s) who are in employment of the company, whether in India or abroad, , in one or more tranches, not exceeding 22,50,000



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(Twenty Two Lacs and Fifty Thousand Only), for granting Options to or for the benefit of eligible employees pursuant to ESOS- 2014, each Option entitling to 1 (one) fully paid equity share of Rs.10/-each ('Share') of the Company, on payment of the requisite price and on such terms and conditions as may be fixed or determined by the Board in accordance with ESOS- 2014.

RESOLVED FURTHER THAT in case in any corporate action(s) such as rights issue, bonus issue, merger, de-merger, amalgamation, sale of division and any other form of corporate restructuring by the Company, if any additional Options/ Equity Shares are required to be granted/issued by the Company to the Eligible Employees, then for the purpose of making a fair and reasonable adjustment to the Options granted to the Eligible Employees earlier, the above ceiling of 22, 50,000 (Twenty Two Lacs and Fifty Thousand Only) Options/ Equity Shares shall be deemed to be increased to the extent of such additional Options/ Equity Shares required to be issued and/or acquired.

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company under ESOS- 2014, shall rank pari-passu in all respects with the then existing Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps, if required, for listing of the Shares allotted under ESOS- 2014 on the stock exchanges where the Shares of the Company are listed in compliance of the Applicable Laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to vary, modify or alter any of the terms and conditions of the ESOS- 2014, including those for the grant of Options, exercise price for the purpose of the grant, vesting period, exercise period and issue of Shares on exercise of Options, in compliance of provisions of the Articles of Association of the Company, SEBI ESOP Guidelines, Act, FEMA and other Applicable Laws.

RESOLVED FURTHER THAT for giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the grant of Options, issuance and allotment of Equity Shares on exercise of Options etc. and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions or sanctions which may be necessary or desirable, as they may deem fit.



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RESOLVED FURTHER THAT the Board be and is hereby further authorized to delegate all or any of the powers herein conferred by this resolution to any director or directors or to any Committee of directors including the Remuneration Committee or any other officer or officers of the Company.”

8. Increase in the Authorised Share Capital and alteration to the Memorandum of Association of the Company.

To consider and, if thought fit to pass with or without modification (s), the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and 64 and any other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under as may be applicable and the Articles of Association of the Company, the existing Authorised Share Capital of the Company of Rs. 150,00,00,000/- (Rupees One Hundred and Fifty Crore only) divided into 15,00,00,000 (Fifteen Crore) Equity Shares of Rs.10/- (Rupees Ten only) each, be increased to Rs. 200,00,00,000/- (Rupees Two Hundred Crore only) divided into 20,00,00,000 (Twenty Crore) Equity Shares of Rs.10/- (Rupees Ten only) each by creation of 50,000,000 (Five Crore) Equity Shares of Rs. 10 (Rupees Ten Only) each ranking pari passu in all respects with the existing Equity Shares of the Company.

FURTHER RESOLVED THAT the existing Clause ii of the Memorandum of Association of the Company, for the words and figures be and is hereby altered and substituted by the following clause:

Clause V “The Authorized Share Capital of the Company is Rs. 200,00,00,000/- (Rupees Two Hundred Crores only) divided into 20,00,00,000 (Twenty Crore) equity shares of Rs.10/- (Rupee Ten only) each with power to increase or reduce the capital of the Company and / or the nominal value of the shares and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions with or without voting rights as may be determined by or in accordance with the Articles of Association of the Company or as may be decided by the Board of Directors of the Company or by the Company in General Meeting, as applicable, in conformity with the



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provisions of the Companies Act, 2013 ('the Act') and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions and to consolidate or sub-divide the shares and issue shares of higher or lower denominations in such manner as may be permitted by the Act or provided by the Articles of Association of the Company for the time being.”

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors of the company and / or the Company Secretary be and are hereby authorized to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate.”

FURTHER RESOLVED THAT M. Krishnmamurthi, Company Secretary of the Company be and is hereby authorized to take necessary action, file forms to the Registrar of Companies, execute documents and deed as may be required to give effect to the above resolution.

9. To approve the payment of remuneration to Managing Director for the financial year 2014-15 and 2015-16

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to sections 196, 197 read with Schedule V and all other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment thereof for time being in force, approval of the Company be and is hereby accorded for the payment of remuneration to Mr. R. Vasudevan (DIN: 00013519), Managing Director of the Company, for his remaining term (FY 2014-15 and FY 2015-16) as such in the Company, with liberty to the Board of Directors of the Company, to alter and vary the terms and conditions regarding such remuneration, subject to the provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof, on following terms and conditions :

- A) Basic: Rs. 31, 00,000/- per month, in the scale 31, 00,000 – 2, 00,000 – 35, 00,000
- B) LTA: One month's salary
- C) Rent free furnished accommodation or housing rent allowance 50 % of basic per month at the option of the Managing Director



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- D) Reimbursement of domiciliary medical treatment expenses of up to Rs. 15,000/- or such other higher or lower limit for self and relatives as may be prescribed by Income Tax rules in any financial year
 - E) Reimbursement of medical expenses for major sickness and hospitalization on production of vouchers for self and other relatives at actual.
 - F) Use of company's car for Company's business and partial private use and telecommunication facilities at residence including broadband, internet and fax.
 - G) Membership of such prestigious clubs as business exigency may warrant including entrances and admission fees.
 - H) Contribution to Provident Fund, Superannuation Fund or Annuity Fund and payment of Gratuity, other retirement benefits and leave encashment as per the Rules of the Company.

FURTHER RESOLVED THAT in addition to the aforesaid salary, the said Managing Director be and is hereby entitled to an additional payment by ex-gratia bonus, commission or otherwise in any other manner a sum not exceeding five per cent of the net profits of the Company, including the above remuneration, with liberty to pay such commission in one or more installments entirely at the discretion of the Board.

FURTHER RESOLVED THAT subject to the approval of Central Government, that in the event of loss or inadequacy of profits in any financial year, during the remaining term (FY 2014-15 and FY 2015-16) of Mr. R. Vasudevan as Managing Director of the Company, he shall be entitled to receive a total remuneration including perquisites, etc. as stated above as minimum remuneration which is in excess of the limits under Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof for time being in force, with liberty to the Board of Directors of the Company, to alter and vary the terms and conditions regarding such remuneration, subject to the provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof and the terms of approval of the Central Government”.

10. To approve the Fix Deposit Scheme

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Ordinary Resolution:**



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“RESOLVED THAT pursuant to the provisions of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and other applicable provisions, if any, and subject to such conditions, approvals, permissions, as may be necessary, consent of the members of be and is hereby accorded to invite/ accept/ renew from time to time unsecured fixed deposits from members of the Company, on such terms and conditions as the Board of Directors may think proper and beneficial for the Company, upto a limit not exceeding 10% of the aggregate paid up share capital and free reserves of the Company, as prescribed under Rule 3(4)(a) of the Companies (Acceptance of Deposits) Rules, 2014.

RESOLVED FURTHER THAT Mr. M. Krishnamurthi, Company Secretary and Chief of Corporate Affairs be and is hereby authorised to file necessary forms and to do compliances as required under Companies Act, 2013, the Companies (Acceptance of Deposits) Rules, 2014 and other applicable provisions, if any."

By Order of the Board of Directors

Place: Mumbai

Date: August 12, 2014

M. Krishnamurthi,

Company Secretary

Registered Office:

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Vikhroli West, Mumbai - 400 083

CIN: L70100MH1986PLC038511

Email: corporate@vascon.com

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NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy, to attend and vote instead of himself and that proxy need not be a member of the company.**
2. **Members are requested to send their proxy form to the registered office of the company not less than 48 hours before the commencement of the meeting.**
3. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
7. The Register of Members and Share Transfer Books of the Company will be closed from September 11, 2014 to September 15, 2014 (both days inclusive).
8. Non-resident Indian shareholders are requested to inform about the following to the Company or its Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately of:-
 - a) The change in the residential status on return to India for permanent settlement



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- b) The particulars of the NRE Account with a Bank in India, if not furnished earlier.
9. The certificate from the Auditors of the Company for Company's Employee Stock Option Scheme, 2013 and Employee Stock Option Scheme, 2014 in terms of SEBI Guidelines, 1999 (Employees Stock Option Scheme and Employees Stock Purchase Scheme), in terms of the SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines 1999 will be available for inspection at the Annual General Meeting.
10. Members who wish to claim Dividends, which is unclaimed, are requested to either correspond with the Corporate Secretarial Department at the Company's corporate office or the Company's Registrar and Share Transfer Agent (Karvy Computershare Pvt. Ltd.) for revalidation and encash them before the due dates.
11. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH 13 prescribed by the Government can be obtained from the Registrar and Transfer Agent of the Company at its Registered Office.
12. The securities and exchange board of India (SEBI) vide circular ref no. MRD/DoP/CIR-05/2007 dated April 27, 2007, made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In Continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the company /Registrar and Share Transfer Agent for registration of such transfer of shares.
13. Company will be disclosing to the Stock Exchanges, as per Clause 35A of the Listing Agreement, the details of results of voting on each of the resolutions proposed in this Notice.
14. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those Members who have



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registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s Karvy Computershare Private Limited. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.

15. Pursuant to General Circular No.20/2014 dated June 17, 2014 issued by the Ministry of Corporate Affairs, Government of India, the e-voting process has not been considered as mandatory till December 31, 2014. Pursuant to Clause 35 B of the listing agreement, we are providing facility of e-voting to all members as per the applicable Regulations relating to e-voting. Such e-voting facility is in addition to voting that may take place at the meeting venue on September 15, 2014.
16. In terms of Clause 35 B of the Listing Agreement, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, August 15, 2014, i.e. the cut-off date taken by the Company for dispatch of the Annual Report and the Notice (including notice for e-voting) calling the Annual General Meeting. The e-voting period will commence from Wednesday, September 10, 2014 at 9.00 am and will end at 6.00 pm on Friday, September 12, 2014. The e-voting module will be disabled on September 12, 2014 at 6.00 pm. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting attached. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
17. The Company has appointed Savita Jyoti & Associates, Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or



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against, if any, forthwith to the Chairman and/or Directors of the Company.

18. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.vascon.com and on the website of Karvy www.evoting.karvy.com within two days of passing of the resolutions at the twenty -ninth AGM of the Company on September 15, 2014 and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
19. In terms of provisions of Section 107 of the Companies Act, 2013 since the Company is providing the facility of e-voting to the shareholders, there shall be no voting by show of hands at the Annual General Meeting. The shareholders who will be physically present at the Annual General Meeting shall be provided with polling papers to cast their votes at the meeting.
20. The voting rights of Members for e-voting and for physical voting at the meeting shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, August 15, 2014.
21. The shareholders can opt for only one mode of voting i.e. through e-voting or through physical polling at the meeting. In case of voting by both the modes, vote casted through e-voting will be considered final and voting through physical ballot will be considered invalid
- 22. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
23. Members may please note that notices, annual reports, etc. will also be available on the Company's website - www.vascon.com and the same shall also be available for inspection, during office hours, at the Corporate Office of the Company. Members will be entitled to receive the said documents in physical form free of cost at any time upon request.
24. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to send their queries to the Company Secretary at the Corporate Office of the Company at least 15 days before the date of Annual General Meeting so as to enable the



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management to keep the information ready.

25. Karvy Computershare Private Limited (Karvy) is the Registrar & Share Transfer Agent (R TA) of the Company. All investor related communication may be addressed to Karvy at the following address:

Karvy Computershare Private Limited

Plot Nos. 17-24, Vittal Rao Nagar, Madhapur

Hyderabad – 500 081

E mail: einward.ris@karvy.com

Tel : 040- 44655000

Fax: 040 - 23420814

Contact Person: S V Raju, Asst. General Manager

26. Members attending the Annual General Meeting are requested to bring with them the following :
- i. Members holding share in dematerialized form- the details of their DP and Client ID Numbers.
 - ii. Members holding share in physical form- the details of their Folio Numbers.
 - iii. The Attendance Slip duly completed and signed in terms of specimen signature lodged with the Company and copy of the Annual Report. As a measure of austerity copies of the Annual Report will not be distributed at the Annual General Meeting.
 - iv. In case of Body Corporate, the authorised representative should bring with him/her a certified copy of relevant Board/Governing Body resolution of the entity concerned. In the event such a person wants to appoint a proxy to represent himself/herself, the conditions as outlined above, as to proxy/deposition of the proxy with the Company, would apply. The Proxy Form in such a case should be accompanied by a copy of the relevant resolution.
27. No compliment or gift of any nature will be distributed at the Annual General Meeting.
28. Members are requested to bring their valid photo ID proof at the time of the meeting.
29. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.



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Registered Office: 15/16, Hazari Baug, LBS Marg, Vikhroli (West), Mumbai 400 083

Corporate Office : 'Phoenix' Bund Garden Road, Pune- 411 001

Tel: +91 (20) 3056 2100/ 2200 Fax: +91 (20) 26131071

Website : www.vascon.com

ANNEXURE TO THE NOTICE

The following statement sets out all material facts relating to certain Ordinary Business and all the Special Businesses mentioned in the accompanying Notice

Statement pursuant to Schedule IV of the Companies Act, 2013

Item No. 2

Mr. K. G. Krishnamurthy, Non Executive Director retiring by rotation at the ensuing AGM under the provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. K. G. Krishnamurthy being eligible, offer themselves for re-appointment.

Section 149 of the Companies Act, 2013 inter alia stipulates the criteria of independence, should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term of up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors considered for retirement by rotation.

Hence, it is proposed that Mr. K. G. Krishnamurthy, being eligible, be appointed as an Independent Director for a term of 5 (five) years, not liable to retire by rotation

In the opinion of the Board, Mr. K. G. Krishnamurthy fulfil the conditions for their appointment as Independent Directors as specified in the Companies Act, 2013 and the Listing Agreement. Mr. K. G. Krishnamurthy is independent of the management.

A copy of the draft letter of appointment setting out the terms and conditions of appointment of Mr. K. G. Krishnamurthy is available for inspection, without any fee, by the members at the Company's registered office during normal hours on working days up to the date of AGM.

Mr. K. G. Krishnamurthy is interested in the resolutions set out in Item Nos. 2 of the Notice with regard to his appointment.

The relatives of Mr. K. G. Krishnamurthy may be deemed to be interested in the resolution set out in Item Nos. 2 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.



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Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013.

Item No. 4 and 5

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors which came into effect from April 1, 2014, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation. The Term shall be effective prospectively.

The Board of Directors of the Company have decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the amended Listing Agreement.

All the Directors proposed to be appointed under these resolutions are Non-Executive Independent Directors of the Company. The period of office of these Directors was liable to determination by retirement by rotation under the erstwhile applicable provisions of the Companies Act, 1956.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. V. Mohan (DIN: 00071517) and Mr. R. Kannan (DIN: 00017321) being eligible, offer themselves for appointment, and are proposed to be appointed as Independent Directors for a term as stated in the Resolutions

Mr. V. Mohan and Mr. R. Kannan non-executive independent directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, each of these Directors fulfill the conditions specified in the Companies Act, 2013 and Rules made thereunder for their appointment as Independent Directors of the Company and they are independent of the management. These Directors are not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and they have given their consent to act as Director.

A brief profile of Independent Directors to be appointed, including nature of their expertise and other disclosure as required under Clause 49 of the Listing Agreement, is provided at Annexure A of this Notice.

Except these Directors, being appointees or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at item Nos. 4 and 5.

The Board recommends passing of an Ordinary resolution in relation to the appointment of these Directors as Independent Directors, for the approval by the shareholders of the Company.



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Item No. 6

Pursuant to the Resolution passed in the Annual General Meeting of the Company held on September 12, 2013, with respect to the ESOS, 2013, the Company shall use the Intrinsic Value Method for valuation of the options granted under ESOS, 2013. Since the Company is calculating the employee compensation cost using the Intrinsic Value of the stock options, the difference between the employee compensation cost so computed and the cost that shall have been recognized if it had used the Fair Value of the options, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Directors' Report.

The Company shall comply with the disclosure and accounting policies prescribed under the SEBI ESOP Guidelines and any other appropriate authority from time to time.

Further the Company hereby informs that it does not intend to grant options under the ESOS, 2013 to the Employees of the Subsidiary Company. The Company will obtain approval from the shareholders in future before granting any stock options to the employees of its Subsidiary Companies.

The Company further informs that there shall be a minimum period of one year between the grant of options and vesting of options under ESOS 2013, as stipulated under clause 9.1 of SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution, except to the extent of options which have been / may be granted to them.

The Board recommends passing of the Special Resolution in relation to the ESOS 2013, for the approval by the shareholders of the Company.

Item No. 7

With the objectives of securing greater employee participation; motivating the employees to contribute to the growth and profitability of the Company; it is proposed to grant employee stock options to employees through Employee Stock Option Scheme, 2014. This would not only enable the Company to reward their loyalty, performance, commitment and support but also to attract and retain the best talent besides enabling the employees to develop a greater sense of ownership with the organisation.

The main features of the employee stock option schemes are as under:



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a) **The total number of Options to be granted**

A maximum of 22, 50,000 (Twenty Two Lacs and Fifty Thousand Only) Options convertible into 22, 50,000 (Twenty Two Lacs and Fifty Thousand Only) Shares of the face value of Rs. 10/- each of the Company, which will be granted to the eligible employees as may be decided by the Remuneration Committee from time to time on such terms and conditions as may be determined by it in accordance with the ESOS-2014 and the SEBI ESOP Guidelines.

Each option (after it is vested) will be exercisable for one Equity share of Rs. 10 each fully paid-up.

Vested options that lapse due to non-exercise or unvested options that get cancelled due to resignation of the employees or otherwise would be available for being re-granted at a future date.

b) **Identification of classes of Employees entitled to participate in the Scheme**

All permanent employees of the Company whether working in India or abroad, as may be decided by the Board, from time to time, would be entitled to participate in the employee stock option schemes.

Employees may be granted Stock Options based on performance and such other criteria as the Board may, in its absolute discretion decide. The options granted to an employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner.

However a person who is a Promoter or belongs to the Promoter Group or a director who either by himself or through his relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding Shares of the Company, shall not be eligible to participate in ESOS, 2014.

c) **Requirements of Vesting and period of Vesting**

The Options granted shall vest so long as the employee continues to be in the employment of the Company. The options granted shall vest on completion of 1 (one) year from the date of grant of the options.

The Board may, in its discretion, lay down certain performance metrics on the achievement of which the granted options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which options granted under the schemes would vest.



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d) Maximum period within which the Options shall be vested

The Options granted under the ESOS- 2014 will vest on completion of 1 (one) year from the date of grant of such Options.

e) Exercise price or Pricing formula

The exercise price shall be the Market Price of the Equity Shares or at such discount to the Market Price of the Equity Shares as may be determined by the Board but shall not be less than the face value of Equity Shares.

The full exercise price along with applicable taxes, if any, shall be paid to the Company upon exercise of the Options in terms of the ESOS- 2014.

f) Exercise period and process of exercise

The Exercise period would commence from the date of vesting and will expire on completion of one year from the date of vesting of options.

The options will be exercisable by the Employees by a written application to the Company to exercise the options in such manner, and on execution of such documents, as may be prescribed by the Board from time to time. The options will lapse if not exercised within the specified exercise period.

g) Maximum number of Options to be granted per Employee and in aggregate

The maximum number of Options in aggregate that may be granted under ESOS- 2014 shall not exceed 22, 50,000 (Twenty Two Lacs and Fifty Thousand Only).

The number of options that may be granted to employees under the Scheme shall be determined by the Remuneration Committee from time to time. However, grant of options to identified employees, during any one year shall not be equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant of options.

h) Disclosure & Accounting policies

The Company shall comply & conform with the disclosure & accounting policies prescribed by Institute of Chartered Accountants of India and according to Schedule I of the Securities and Exchange Board of India (Employee Stock Option Scheme) guidelines, 1999 from time to time.

i) Method of valuation of Options

The Company shall follow the intrinsic value method to value the options.



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j) Appraisal / Assessment Process for determining the eligibility of employees to the Scheme

The appraisal process for determining the eligibility would be determined by the Remuneration Committee from time to time based on broad criteria for appraisal and selection such as parameters like tenure of association with the Company, performance during the previous years, contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, corporate governance, Company's values, etc.

k) Statement in Directors' report

In case the Company calculates the employee compensation cost using the intrinsic value of the Options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' report.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution, except to the extent of options which have been / may be granted to them.

The Board recommends passing of the Special Resolution in relation to the ESOS 2014, for the approval by the shareholders of the Company.

Item No. 8

The Company, in order to meet its growth objectives and to strengthen its financial position, is required to generate long term resources by issuing securities. It is therefore deemed appropriate to increase the Authorised Share Capital of the Company from Rs. 150 crore to Rs. 200 crore and for that purpose, the Memorandum of Association of the Company is proposed to be suitably altered as set out in the accompanying Notice.

Your Directors state that the additional share capital increased shall rank pari passu with the existing share capital of the company.

The provisions of the Companies Act, 1956 and Companies Act 2013 require the Company to seek the approval of the members for increase in the Authorised Share Capital. Consequent upon the increase



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in Authorised Capital of the Company, its Memorandum will require alteration so as to reflect the increase in Authorised Share Capital.

The Board recommends passing of the Special Resolution in relation to the Increase in Authorised Capital and Alteration to the Memorandum of Association of the Company, for the approval by the shareholders of the Company.

None of the Directors or Key Managerial Personnel of the Company or any of their relatives are in any way, concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company.

Item No. 9

Mr. R Vasudevan (DIN: 00013519)

Mr. R. Vasudevan, Managing Director of the Company, holds a first class bachelor's degree in civil engineering from the Pune University and completed his Owner/President Management Program from Harvard Business School. He has been awarded the Top Management Consortium Award of Excellence for the year 2005, the "Construction World - Top Builder Award" in 2007, Award for Life Time Achievements by the Alumni Association of College of Engineering, Pune in 2005 and the South Indian Education Society on the occasion of its Platinum Jubilee (1932-2008) honoured and felicitated Mr. R. Vasudevan as a distinguished alumni. He started his career with Maharashtra Industrial Development Corporation as a junior engineer and has worked in various organisations including Hindustan Construction Company Limited, Atul Constructions Company Limited, Beck Engineer Company Private Limited and Cipla Limited. He was employed in Cipla Limited as an executive (Engineering Service) from 1981 to 1985. He has been our director since January 1, 1986. He is responsible for the over-all management of our Company.

The Company has two verticals of business viz: (i) EPC and (2) Real Estate . Due to market dynamics, the EPC business in India has been affected and could not generate profit. The Real Estate Business of the Company requires higher capital for operations and hence, the Company was required to borrow and pay interest and other financial charges pulling down the profit.

The Company follows capital model Real Estate by entering in to Joint Development Agreement with land owners. The specialised nature of the business of the Company requires the expertise of handling partners/land owners. Mr R Vasudevan being one of the pioneers in this model possesses unique expertise to run the operations.



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The Board recommends passing of the Special Resolution in relation to the Increase in payment of remuneration to Managing Director for the financial year 2014-15 and 2015-16, for the approval by the shareholders of the Company.

None of the Directors except Mr. R. Vasudevan or Key Managerial Personnel of the Company or any of their relatives are in any way, concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company.

Item No. 10

The Government of India has replaced the existing Companies Act, 1956 with new Companies Act, 2013 and accordingly the provisions dealing with deposit from Members are also subjected to change.

By virtue of Section 73 read with the Companies (Acceptance of Deposits) Rules, 2014, approval of members by way of ordinary resolution is a prerequisite to accept or renew unsecured fixed deposit by your Company and thus member's approval is sought for accepting unsecured deposit from members. Further the new Act provides that the deposits raised in terms of provisions of the previous Act shall be repaid as per the term of respective deposit, which is being complied by your Company.

The Board recommends passing of an Ordinary Resolution in relation to the Fix Deposit Scheme, for the approval by the shareholders of the Company.

None of the Directors or Key Managerial Personnel of the Company or any of their relatives are in any way, concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company and holding in the Fixed Deposits of the Company.



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INFORMATION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT

Annexure A

Details of Directors seeking appointment/reappointment at the Annual General Meeting

Particulars	Mr. K G Krishnamurthy	Mr. V. Mohan	Mr. R. Kannan
Date of Birth	29/04/1956	06/05/1951	18/06/1959
Date of Appointment	21/ 06/ 2006	06/03/2007	19/09/2007
Qualifications	Bachelor's degree in Architecture from the IIT, Kharagpur, a degree in business administration from the Jamnalal Bajaj Institute of Management, Mumbai.	B.Com, FCA	B.Com
Expertise in specific functional areas	Experience of over two decades in real estate. He has offered his services to the Asian Development Bank - to develop a housing package for Project Affected Persons under Karnataka Urban Infrastructure Project and to the US AID to build-up a mortgage market in Sri Lanka.	Audit and Assurance services, Company Law, Tax Planning, Tax Representations and Foreign Exchange Regulations	Pharmaceutical Business
Directorship held in other Companies	<ul style="list-style-type: none"> • Gruh Finance Limited • HDFC Venture Capital Limited • New Consolidated Construction Company Limited • Ascent Construction Private Limited • Matoshree Sahil Infrastructure Private Limited • HDFC Developers Limited 	<ul style="list-style-type: none"> • Champion Industries Limited • Lloyd Insulations (India) Limited • Punj Sons Private Ltd • Muller Investments Private Limited • Cornelia Investments Private Limited • Gauder Investments Private Limited • Cosmo Capital And Investment Pvt. Ltd • Qh Talbros Limited • BEC Industrial Investment Company Private Limited • Talbros Automotive Components Limited 	<ul style="list-style-type: none"> • Novacare Drug Specialities Private Limited • Novamark Specialities Private Limited • Novacare Medical Supplies Private Limited • Dawaguru Healthcare Private Limited • Medworld Pharmaceuticals Private Limited



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Particulars	Mr. K G Krishnamurthy	Mr. V. Mohan	Mr. R. Kannan
		<ul style="list-style-type: none">• Isolloyd Engineering Technologies Limited• Super Sara Auto Tradings (India) Private Limited• GMP Technical Solutions Private Limited	
Membership/ Chairmanship of the Committees of the Company	None	<ul style="list-style-type: none">• Audit committee (Chairman)• Remuneration committee• Investor grievance committee	<ul style="list-style-type: none">• Audit committee• Remuneration committee
Member of the Committees in other companies in India	<ul style="list-style-type: none">• Gruh Finance Limited	<ul style="list-style-type: none">• Talbros Automotive Components Limited	-
Shareholding in the Company	NIL	NIL	NIL
Relationship with other Directors	No	No	No

By Order of the Board of Directors

Place: Mumbai

Date: August 12, 2014

M. Krishnamurthi,

Company Secretary



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Instructions for E-Voting

In terms of Clause 35 B of the Listing Agreement, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, August 15, 2014, i.e. the cut-off date taken by the Company for dispatch of the Annual Report and the Notice calling the Annual General Meeting. The e-voting period will commence from Wednesday, September 10, 2014 at 9.00 am and will end at 6.00 pm on Friday, September 12, 2014. The e-voting module will be disabled on September 12, 2014 at 6.00 pm. The voting right of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date, being August 15, 2014.

The Company has entered into an arrangement with Karvy Computershare Private Limited (Karvy) for facilitating e-voting for AGM. The instructions for e-voting are as under:

1. Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.
2. Enter the login credentials (i.e. user-id & password)). Your Folio No./DP ID/ Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

Event No.	1299
User-ID	For Shareholder(S)/ Beneficial Owner(S) Holding Shares In Demat Form:- a) For NSDL:- 8 Characters DP ID Followed By 8 Digits Client ID b) For CDSL:- 16 Digits Beneficiary ID For Members holding shares in Physical Form:- Folio Number registered with the company
Password	<ul style="list-style-type: none">• For Members already registered with Karvy : Use your existing password• For Members not already registered with Karvy : Your Unique password is printed on the Slip / sent via email forwarded through the electronic notice.
Captcha	Enter the Verification code for security reasons i.e., please enter the alphabets and numbers in the exact way as they are displayed.

3. After entering these details appropriately, click on "LOGIN".
4. You will now reach password change Menu wherein you are required to mandatorily change your



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password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. ***It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.***

5. You need to login again with the new credentials.
6. On successful login, system will prompt to select the Event Number for 'Vascon Engineers Limited'.
7. On the voting page, you will see Resolution Description and against the same the option '**FOR/AGAINST/ABSTAIN**' for voting. Enter the number of shares under '**FOR/AGAINST/ABSTAIN**' or alternatively you may partially enter any number in '**FOR**' and partially in '**AGAINST**', but the total number in '**FOR/AGAINST**' taken together should not exceed your total shareholding. If the shareholder does not want to cast any vote, the shareholder may select '**ABSTAIN**'.
8. Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
9. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
10. You may then cast your vote by selecting an appropriate option and click on "Submit".
11. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. **During the voting period, Members can login any number of times till they have voted on the Resolution(s).**
12. **Corporate / Institutional Members** (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format/JPG Format) of the Board Resolution / Authority Letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: einward.ris@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned



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documents should be in the naming format "Corporate Name_EVENT No."

13. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
14. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website download section on <https://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd. at Tel No. 1800 345 4001 (toll free).
15. The voting rights of the Members for e-voting shall be in proportion to their shares of the paid up equity share capital of the Company as on **Friday, August 15, 2014**.
16. The Board of Directors has appointed Ms. Savita Jyoti of M/s. Savita Jyoti Associates, Company Secretaries, as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.



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Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Date & Time : September 15, 2014, at 4.00 p.m.

Venue of the meeting: Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg,

Near Jahangir Art Gallery, Kalaghoda, Fort, Mumbai 400001

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

*Applicable for investors holding shares in Electronic form.

Name	
Registered Address	
Email ID	
DP ID*	
Client ID*	
Folio No	

I/We, _____ of _____ being the member(s) of Vascon Engineers Limited, as my/our Proxy to attend vote (for me/us and on my/our behalf at the 29th Annual General Meeting of the Company to be held on September 15, 2014 at 4.00 pm and at any adjournment thereof) in respect of such resolutions as are indicated below;

- 1) _____ of _____ having e-mail id _____ or failing him
- 2) _____ of _____ having e-mail id _____ or failing him
- 3) _____ of _____ having e-mail id _____ or failing him

** I/We direct my/our Proxy to vote on the Resolutions in the manner as indicated below:

Sr. No.	Resolutions	No. of Shares Held	For	Against
Ordinary Resolution				
1.	Consider and adopt: a. Audited Financial Statement, Reports of the Board of Directors and Auditors b. Audited Consolidated Financial Statement			
2.	Re-appointment of Mr. K. G. Krishnamurthi who retires by rotation, as an Independent Director.			
3.	Appointment of Deloitte Haskins & Sells LLP, as Auditors			

TEAR HERE



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Sr. No.	Resolutions	No. of Shares Held	For	Against
Special Business				
4.	Appointment of Mr. V. Mohan as an Independent Director			
5.	Appointment of Mr. R. Kannan as an Independent Director			
6.	Employee Stock Option Scheme, 2013			
7.	Employee Stock Option Scheme, 2014			
8.	Increase in the Authorised Share Capital and alteration to the Memorandum of Association of the Company			
9.	To approve the payment of remuneration to Managing Director for the financial year 2014-15 and 2015-16			
10.	To approve the Fix Deposit Scheme			

** This is optional. Please put a tick mark ($\sqrt{\quad}$) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signature (s) of Member(s)

- _____
- _____
- _____

Affix
Rupee 1
Revenue
Stamp

Signed this ----- day of ----- 2014.

Notes:

- The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY EIGHT HOURS before the commencement of the Meeting.
- A Proxy need not be a member of the Company.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- The form of Proxy confers authority to demand or join in demanding a poll.
- The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
- In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.



VASCON
Development with Conscience

VASCON ENGINEERS LIMITED

CIN: L70100MH1986PLC038511

Registered Office: 15/16, Hazari Baug, LBS Marg, Vikhroli (West), Mumbai 400 083

Corporate Office : 'Phoenix' Bund Garden Road, Pune- 411 001

Tel: +91 (20) 3056 2100/ 2200 Fax: +91 (20) 26131071

Website : www.vascon.com

Annual General Meeting of Vascon Engineers Limited

Attendance Slip

Date & Time : September 15, 2014, at 4.00 p.m.

Venue of the Meeting: Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg,

Near Jahangir Art Gallery, Kalaghoda, Fort, Mumbai 400001

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
DP Id*	
Client Id*	
Folio No.	
No. of shares held	

*Applicable for members holding shares in electronic form.

I certify that I am the registered shareholders/proxy for the registered shareholder of the Company

I hereby record my presence at the 29th Annual General Meeting of the Company on September 15, 2014 at 4.00 p.m. at Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg, Near Jahangir Art Gallery, Kalaghoda, Fort, Mumbai 400001.

Signature of the Member/Proxy

Note:

1. Electronic copy of the Annual Report for 2014 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depositary Participant unless any member has requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Annual General Meeting can print copy of this Attendance Slip.
2. Physical copy of the Annual Report for 2014 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email id is not registered or have requested for a hard copy.
3. No attendance slip will be issued at the time of meeting.

TEAR HERE



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FOR ATTENTION OF THE SHAREHOLDER

Details of E-Voting

Shareholders may please note the User id and Password given below for the purpose of e-voting in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration), Rules, 2014. Detailed instructions for e-voting are given in the notes to the AGM Notice.

Event No.	1299
User-ID	For Shareholder(S)/ Beneficial Owner(S) Holding Shares In Demat Form:- a) For NSDL:- 8 Characters DP ID Followed By 8 Digits Client ID b) For CDSL:- 16 Digits Beneficiary ID For Members holding shares in Physical Form:- Folio Number registered with the company
Password	For Members already registered with Karvy : Use your existing password

